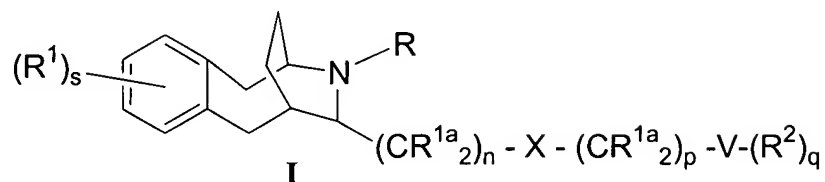


Please amend the claims as shown below:

1. (Currently Amended) A compound of Formula I



wherein

R is selected from

- 1) H,
- 2) ~~OR⁴;~~
- 3) unsubstituted or substituted C₁-C₁₀ alkyl,
- 4) unsubstituted or substituted aryl,
- 5) ~~unsubstituted or substituted C₃-C₁₀ cycloalkyl;~~
- 6) unsubstituted or substituted heterocycle,
- 7) ~~C(O)R⁴;~~
- 8) ~~C(O)OR⁴; and~~
- 9) ~~C(O)N(R⁴)₂;~~

R^{1a} is independently selected from

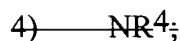
- 1) H,
- 2) unsubstituted or substituted C₁-C₆ alkyl, and
- 3) OR⁴;

R^{1b} is independently selected from

- 1) H, and
- 2) unsubstituted or substituted C₁-C₆ alkyl;

X is selected from

- 1) a bond,
- 2) C(O), and
- 3) O, and



R¹ is independently selected from

- 1) H,
- 2) halo,
- 3) OR⁴,
- 4) NO₂,
- 5) —S(O)_mR⁴;
- 6) —CN
- 7) unsubstituted or substituted C₁-C₁₀ alkyl,
- 8) —~~unsubstituted or substituted aryl;~~
- 9) —~~unsubstituted or substituted C₂-C₆ alkenyl;~~
- 10) —~~unsubstituted or substituted C₃-C₁₀ cycloalkyl;~~
- 11) —~~unsubstituted or substituted alkynyl;~~
- 12) —~~unsubstituted or substituted heterocycle;~~
- 13) —C(O)R⁴,
- 14) C(O)OR⁴,
- 15) C(O)N(R⁴)₂,
- 16) —~~S(O)_mN(R⁴)₂; and~~
- 17) N(R⁴)₂;

V is selected from aryl and heterocycle;

- 1) —H,
- 2) —CF₃,
- 3) —~~aryl;~~
- 4) —~~heterocycle; and~~
- 5) —~~C₃-C₁₀ cycloalkyl;~~

R² is independently selected from

- 1) H,
- 2) unsubstituted or substituted C₁-C₁₀ alkyl,
- 3) —(CR^{1b})_tOR⁴,
- 4) Halo,

- 5) CN,
- 6) NO₂,
- 7) CF₃,
- 8) $-(CR^{1b})_tN(R^4)_2$,
- 9) $-C(O)OR^4$,
- 10) $-C(O)R^4$,
- 11) $-S(O)_2R^4$,
- 12) $-(CR^{1b})_tNR^4(CR^{1b})_tR^5$,
- 13) $-(CR^{1b})_tS(O)_mNR^4$,
- 14) $-C(O)OR^4R^5$,
- 15) $-NR^4C(O)R^4$,
- 16) ~~unsubstituted or substituted aryl, and~~
- 17) ~~unsubstituted or substituted heterocycle;~~

R⁴ is independently selected from

- 1) H,
- 2) unsubstituted or substituted C₁-C₁₀ alkyl,
- 3) unsubstituted or substituted C₃-C₁₀ cycloalkyl,
- 4) unsubstituted or substituted aryl,
- 5) unsubstituted or substituted heterocycle, and
- 6) CF₃;

R⁵ is independently selected from

- 1) unsubstituted or substituted aryl, and
- 2) unsubstituted or substituted heterocycle;

m is independently 0, 1 or 2;

n is 0 to ~~6~~ 4;

p is 0 to ~~6~~ 4;

q is 0 to ~~6~~ 4, provided that when V is H or CF₃, q is 0; and

s is 0 to 16;

t is independently 0 to 6;

or a pharmaceutically acceptable salt or stereoisomer thereof.

2. (Currently Amended) The compound according to Claim 1 wherein R^{1b}, R⁴, R⁵ and variables m, n, p, q and t are as defined in Claim 1 and

R is selected from

- 1) H,
- 2) ~~OR⁴,~~
- 3) unsubstituted or substituted C₁-C₁₀ alkyl, and
- 4) ~~unsubstituted or substituted aryl.~~

R^{1a} is independently selected from

- 1) H, and
- 2) unsubstituted or substituted C₁-C₆ alkyl;

X is selected from

- 1) a bond, and
- 2) C(O);

R¹ is independently selected from

- 1) H,
- 2) halo,
- 3) OR⁴,
- 4) N(R⁴)₂,
- 5) NO₂, and
- 6) ~~unsubstituted or substituted C₁-C₁₀ alkyl;~~

V is selected from aryl and heterocycle;

- 1) ~~H,~~
- 2) ~~CF₃;~~
- 3) ~~aryl, and~~
- 4) ~~heterocycle;~~

R² is independently selected from

- 1) H,
- 2) unsubstituted or substituted C₁-C₁₀ alkyl,
- 3) —(CR^{1b})_tOR⁴;
- 4) Halo,
- 5) —CN;
- 6) —NO₂;
- 7) —CF₃;
- 8) —(CR^{1b})_tN(R⁴)₂;
- 9) —C(O)OR⁴;
- 10) —(CR^{1b})_tS(O)_mNR⁴;
- 11) —(CR^{1b})_tNR⁴(CR^{1b})_tR⁵;
- 12) —C(O)OR⁴R⁵; and
- 13) —NR⁴C(O)R⁴;

s is 0 to 6;

or a pharmaceutically acceptable salt or stereoisomer thereof.

3. (Currently Amended) The compound according to Claim 1 wherein R^{1b}, X, R¹, R², R⁴, R⁵ and variables m and t are as defined above and:

R^{1a} is independently selected from

- 1) H, and
- 2) unsubstituted or substituted C₁-C₆ alkyl;

V is phenyl; ~~selected from~~

- 1) —aryl, and
- 2) —heterocycle;

n is 0 or 1; ~~to 3~~;

p is 0 to 3;

q is 0 to 3;

or a pharmaceutically acceptable salt or stereoisomer thereof.

4. (Original) A compound that is:

(6*R*,9*S*,11*R*)-11-phenyl-5,6,7,8,9,10-hexahydro-6,9-(epiminomethano)benzo [*a*][8]annulene;

(6*R*,9*R*,11*S*)-11-phenyl-5,6,7,8,9,10-hexahydro-6,9-(epiminomethano)benzo [*a*][8]annulene;

(6*S*,9*R*,11*R*)-11-phenyl-5,6,7,8,9,10-hexahydro-6,9-(epiminomethano)benzo [*a*][8]annulene;

(6*S*,9*R*,11*S*)-11-phenyl-5,6,7,8,9,10-hexahydro-6,9-(epiminomethano)benzo [*a*][8]annulene;

(6*S*,9*R*,11*S*)-11-benzyl-5,6,7,8,9,10-hexahydro-6,9-(epiminomethano)benzo [*a*][8]annulene;

(6*S*,9*R*,11*R*)-11-benzyl-5,6,7,8,9,10-hexahydro-6,9-(epiminomethano)benzo [*a*][8]annulene;

(6*R*,9*S*,11*S*)-11-benzyl-5,6,7,8,9,10-hexahydro-6,9-(epiminomethano)benzo [*a*][8]annulene;

(6*R*,9*S*,11*R*)-11-benzyl-5,6,7,8,9,10-hexahydro-6,9-(epiminomethano)benzo [*a*][8]annulene;

(6*S*,9*R*,11*S*)-11-(3-bromobenzyl)-5,6,7,8,9,10-hexahydro-6,9-(epiminomethano)
benzo[*a*][8]annulene;

(6*S*,9*R*,11*R*)-11-(3-bromobenzyl)-5,6,7,8,9,10-hexahydro-6,9-(epiminomethano)
benzo[*a*][8]annulene;

(6*R*,9*S*,11*S*)-11-(3-bromobenzyl)-5,6,7,8,9,10-hexahydro-6,9-(epiminomethano)
benzo[*a*][8]annulene;

(6*R*,9*S*,11*R*)-11-(3-bromobenzyl)-5,6,7,8,9,10-hexahydro-6,9-(epiminomethano)
benzo[*a*][8]annulene;

(6*S*,9*R*,11*S*)-11-(1,3-benzodioxol-5-ylmethyl)-5,6,7,8,9,10-hexahydro-6,9-
(epiminomethano)benzo[*a*][8]annulene;

(6*S*,9*R*,11*R*)-11-(1,3-benzodioxol-5-ylmethyl)-5,6,7,8,9,10-hexahydro-6,9-(epiminomethano)benzo[*a*][8]annulene;

(6*R*,9*S*,11*S*)-11-(1,3-benzodioxol-5-ylmethyl)-5,6,7,8,9,10-hexahydro-6,9-(epiminomethano)benzo[*a*][8]annulene;

(6*R*,9*S*,11*R*)-11-(1,3-benzodioxol-5-ylmethyl)-5,6,7,8,9,10-hexahydro-6,9-(epiminomethano)benzo[*a*][8]annulene;

(6*S*,9*R*,11*S*)-11-(3-bromobenzyl)-5,6,7,8,9,10-hexahydro-6,9-(epiminomethano)benzo[*a*][8]annulen-4-amine;

(6*S*,9*R*,11*R*)-11-(3-bromobenzyl)-5,6,7,8,9,10-hexahydro-6,9-(epiminomethano)benzo[*a*][8]annulen-4-amine;

(6*R*,9*S*,11*S*)-11-(3-bromobenzyl)-5,6,7,8,9,10-hexahydro-6,9-(epiminomethano)benzo[*a*][8]annulen-4-amine;

(6*R*,9*S*,11*R*)-11-(3-bromobenzyl)-5,6,7,8,9,10-hexahydro-6,9-(epiminomethano)benzo[*a*][8]annulen-4-amine;

(6*S*,9*R*,11*S*)-11-(3-bromobenzyl)-5,6,7,8,9,10-hexahydro-6,9-(epiminomethano)benzo[*a*][8]annulen-1-amine;

(6*S*,9*R*,11*R*)-11-(3-bromobenzyl)-5,6,7,8,9,10-hexahydro-6,9-(epiminomethano)benzo[*a*][8]annulen-1-amine;

(6*R*,9*S*,11*S*)-11-(3-bromobenzyl)-5,6,7,8,9,10-hexahydro-6,9-(epiminomethano)benzo[*a*][8]annulen-1-amine;

(6*R*,9*S*,11*R*)-11-(3-bromobenzyl)-5,6,7,8,9,10-hexahydro-6,9-(epiminomethano)benzo[*a*][8]annulen-1-amine;

(6*S*,9*R*,11*S*)-11-(1-benzofuran-2-ylmethyl)-5,6,7,8,9,10-hexahydro-6,9-(epiminomethano)benzo[*a*][8]annulene;

(6*S*,9*R*,11*R*)-11-(1-benzofuran-2-ylmethyl)-5,6,7,8,9,10-hexahydro-6,9-(epiminomethano)benzo[*a*][8]annulene;

(6*R*,9*S*,11*S*)-11-(1-benzofuran-2-ylmethyl)-5,6,7,8,9,10-hexahydro-6,9-(epiminomethano)benzo[*a*][8]annulene;

(6*R*,9*S*,11*R*)-11-(1-benzofuran-2-ylmethyl)-5,6,7,8,9,10-hexahydro-6,9-(epiminomethano)benzo[*a*][8]annulene;

(6*S*,9*R*,11*S*)-11-(1,3-oxazol-2-ylmethyl)-5,6,7,8,9,10-hexahydro-6,9-(epiminomethano)benzo[*a*][8]annulene;

(6*S*,9*R*,11*R*)-11-(1,3-oxazol-2-ylmethyl)-5,6,7,8,9,10-hexahydro-6,9-(epiminomethano)benzo[*a*][8]annulene;

(6*R*,9*S*,11*S*)-11-(1,3-oxazol-2-ylmethyl)-5,6,7,8,9,10-hexahydro-6,9-(epiminomethano)benzo[*a*][8]annulene;

(6*R*,9*S*,11*R*)-11-(1,3-oxazol-2-ylmethyl)-5,6,7,8,9,10-hexahydro-6,9-(epiminomethano)benzo[*a*][8]annulene;

(6*S*,9*R*,11*S*)-11-isopentyl-5,6,7,8,9,10-hexahydro-6,9-(epiminomethano)benzo [a][8]annulene;

(6*S*,9*R*,11*R*)-11-isopentyl-5,6,7,8,9,10-hexahydro-6,9-(epiminomethano)benzo [a][8]annulene;

(6*R*,9*S*,11*S*)-11-isopentyl-5,6,7,8,9,10-hexahydro-6,9-(epiminomethano)benzo [a][8]annulene;

(6*R*,9*S*,11*R*)-11-isopentyl-5,6,7,8,9,10-hexahydro-6,9-(epiminomethano)benzo [a][8]annulene;

or a pharmaceutically acceptable salt or stereoisomer thereof.

5. (Original) A compound according to Claim 4 that is:

(6*R*,9*S*,11*R*)-11-phenyl-5,6,7,8,9,10-hexahydro-6,9-(epiminomethano)benzo [a][8]annulene;

(6*R*,9*R*,11*S*)-11-phenyl-5,6,7,8,9,10-hexahydro-6,9-(epiminomethano)benzo [a][8]annulene;

(6*S*,9*R*,11*R*)-11-phenyl-5,6,7,8,9,10-hexahydro-6,9-(epiminomethano)benzo [a][8]annulene;

(6*S*,9*R*,11*S*)-11-phenyl-5,6,7,8,9,10-hexahydro-6,9-(epiminomethano)benzo [a][8]annulene;

or a pharmaceutically acceptable salt or stereoisomer thereof.

6. (Withdrawn) A pharmaceutical composition which is comprised of a compound in accordance with Claim 1 and a pharmaceutically acceptable carrier.

7. (Withdrawn) A method of modulating the catalytic activity of protein kinases in a mammal in need thereof comprising contacting the protein kinase with a compound of Claim 1.

8. (Withdrawn) The method of Claim 7 wherein the protein kinase is an RTK.

9. (Withdrawn) The method of Claim 8, wherein the RTK is selected from IR, IGF-1R and IRR.

10. (Withdrawn) A method of treating or preventing a PK-related disorder in a mammal in need thereof comprising administering to said mammal a therapeutically effective amount of a compound of Claim 1.

11. (Withdrawn) A method of Claim 10, wherein the PK-related disorder is an IGF-1R-related disorder selected from:

- 1) cancer,
- 2) diabetes,
- 3) an autoimmune disorder,
- 4) a hyperproliferation disorder,

- 5) aging,
- 6) acromegaly, and
- 7) Crohn's disease.

12. (Withdrawn) A method of treating cancer in a mammal in need of such treatment comprising administering to said mammal a therapeutically effective amount of a compound of Claim 1.

13. (Withdrawn) A method of treating retinal vascularization comprising administering to a mammal in need of such treatment a therapeutically effective amount of a compound of Claim 1.

14. (Withdrawn) A method of treating cancer which comprises administering a therapeutically effective amount of a compound of Claim 1 in combination with a second compound selected from:

- 1) an estrogen receptor modulator,
- 2) an androgen receptor modulator,
- 3) retinoid receptor modulator,
- 4) a cytotoxic agent,
- 5) an antiproliferative agent,
- 6) a prenyl-protein transferase inhibitor,
- 7) an HMG-CoA reductase inhibitor,
- 8) an HIV protease inhibitor,
- 9) a reverse transcriptase inhibitor, and
- 10) an angiogenesis inhibitor.

15. (Withdrawn) The method of Claim 14, wherein the second compound is an estrogen receptor modulator selected from tamoxifen and raloxifene.

16. (Withdrawn) A method of treating cancer which comprises administering a therapeutically effective amount of a compound of Claim 1 in combination with radiation therapy.

17. (Withdrawn) The method of Claim 16 wherein radiation therapy is also administered.
18. (Withdrawn) A method of treating cancer which comprises administering a therapeutically effective amount of a compound of Claim 1 and paclitaxel or trastuzumab.
19. (Withdrawn) A method of treating or preventing cancer which comprises administering a therapeutically effective amount of a compound of Claim 1 and a GPIIb/IIIa antagonist.
20. (Withdrawn) The method of Claim 19 wherein the GPIIb/IIIa antagonist is tirofiban.
21. (Withdrawn) A method of treating or preventing cancer which comprises administering a therapeutically effective amount of a compound of Claim 1 in combination with a COX-2 inhibitor.